



Patrick W. Turner
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June 16, 2011

The Honorable Jocelyn Boyd
Chief Clerk of the Commission
Public Service Commission of South Carolina
Post Office Drawer 11649
Columbia, South Carolina 29211

Re: Notice of Conversion of BellSouth Telecommunications, Inc. to BellSouth
Telecommunications, LLC
Non-Docketed Item

Dear Ms. Boyd:

BellSouth Telecommunications Inc. respectfully submits this Notice of Conversion of
BellSouth Telecommunications, Inc. to BellSouth Telecommunications, LLC.

By copy of this letter, I am serving a copy of this document on all parties of record as
indicated on the attached Certificate of Service.

Sincerely,

A handwritten signature in black ink that reads "Patrick W. Turner". The signature is written in a cursive, flowing style.

Patrick W. Turner

PWT/nml

cc: Florence Belser (via electronic mail)
924903

**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

Notice of Conversion of BellSouth)	
Telecommunications, Inc. to BellSouth)	Non-Docketed Item
<u>Telecommunications, LLC</u>)	

**NOTICE OF CONVERSION OF BELL SOUTH TELECOMMUNICATIONS, INC. TO
BELL SOUTH TELECOMMUNICATIONS, LLC**

BellSouth Telecommunications, Inc. ("BST"), a corporation organized under Georgia law, is certificated to provide local exchange telecommunications services in designated areas in South Carolina.¹ Georgia law allows a corporation like BST to elect to become a limited liability company² and, upon such an election becoming effective:

the existence of the limited liability company so formed ***shall be deemed to have commenced on the date [BST] commenced its existence*** in the jurisdiction in which [BST] was first created, formed, incorporated, or otherwise came into being;

The limited liability company formed by such election shall thereupon and thereafter ***possess all of the rights, privileges, immunities, franchises, and powers*** of [BST]; all ***property***, real, personal, and mixed, all contract rights, and all debts due to such entity, as well as all other choses in action, and each and every other interest of or belonging to or due to [BST] shall be taken and deemed to be vested in the limited liability company formed by such election ***without further act or deed*** and the title to any real estate, or any interest therein, vested in the entity making the election shall not revert or be in any way impaired by reason of such election; and ***none of such items shall be deemed to have been conveyed, transferred, or assigned by reason of such election for any purpose***; and

The limited liability company formed by such election shall thereupon and thereafter be ***responsible and liable for all the liabilities and obligations*** of

¹ In South Carolina, BST operates under the Commission-approved "d/b/a" designations AT&T South Carolina and AT&T Southeast. ("BST"). See Order Approving Name Modification and Amending Commission's Records, *In Re: Petition of BellSouth Telecommunications, Inc. to Operate under the d/b/a of AT&T South Carolina and Under the d/b/a AT&T Southeast*, Order No. 2007-130 in Docket No. 2007-8-C (February 22, 2007).

² See Ga. Code Ann. §14-11-212(a).

[BST], and any claim existing or action or proceeding pending by or against [BST] may be prosecuted as if such election had not become effective. ***Neither the rights of creditors nor any liens upon the property of [BST] such election shall be impaired by such election.***³

BST plans to make such election effective in late June or early July, 2011.

BST, therefore, respectfully notifies the Public Service Commission of South Carolina that as of the effective date of that election, all of BST's property, powers, franchises, and privileges will be possessed by BellSouth Telecommunications, LLC ("BSLLC"), and BSLLC will become responsible and liable for all the liabilities and obligations of BST.⁴ To the extent that BST is subject to any Commission rules, regulations, and orders as of the effective date of this conversion, BSLLC will be subject to those same rules, regulations, and orders. In the near future, BSLLC will make any tariff filings that are necessary or appropriate to reflect this conversion. BSLLC will notify the Commission when this election has become effective.

Finally, this conversion will be transparent to customers. Like BST did, BSLLC will operate under the Commission-approved "d/b/a" designations AT&T South Carolina and AT&T Southeast. BSLLC will operate pursuant to the same tariffs, guidebooks, and agreements immediately after the conversion as BST did immediately before the conversion. The same personnel who managed these services immediately before the conversion will manage them

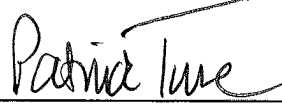
³ *Id.*, §14-11-212 (c)(1), (5), and (6) (emphasis added).

⁴ South Carolina law provides for Commission approval of the sale, transfer, lease, consolidation, or merger of a telephone utility's "property, powers, franchises, or privileges." S.C. Code Ann. §58-9-310. As explained above, however, none of BST's "property," "powers," "franchises," or "privileges" are deemed to have been conveyed, transferred, or assigned for any purpose by reason of this election. Ga. Code Ann. §14-11-212(c)(5). Moreover, the conversion of BST to BSLLC "shall not be deemed to constitute a dissolution of [BST]." *Id.*, §14-11-212 (d). Instead, it "shall constitute a continuation of the existence of [BST] in the form of a limited liability company," *id.*, and BSLLC "shall for all purposes be deemed to be the same entity as [BST]." *Id.* Section 58-9-310, therefore, does not provide for any Commission action with regard to this conversion.

immediately after the conversion, and the same network that provided the services immediately before the conversion will provide them immediately after the conversion.

Respectfully submitted this 16th day of June 2011.

BELLSOUTH TELECOMMUNICATIONS, INC.

A handwritten signature in cursive script, reading "Patrick W. Turner", written over a horizontal line.

Patrick W. Turner

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pt1285@att.com

924898

STATE OF SOUTH CAROLINA

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CERTIFICATE OF SERVICE

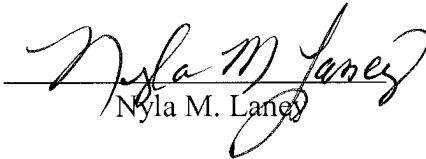
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COUNTY OF RICHLAND

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The undersigned, Nyla M. Laney, hereby certifies that she is employed by the Legal Department for BellSouth Telecommunications, Inc.'s and that she has caused a Notice of Conversion of BellSouth Telecommunications, Inc. to Bellsouth Telecommunications, LLC to be served by the method indicated below upon the following this June 16, 2011:

Florence P. Belser, Esquire
Office of Regulatory Staff
1401 Main Street, Suite 900
Columbia, SC 29201
(Electronic Mail)


Nyla M. Laney

924904